FEDERAL COMMUNICATIONS COMMISSION Washington, D. C. 20554

OFFICE OF

MANAGING DIRECTOR

Jennifer P. Brovey, Esquire Skadden, Arps, Slate, Meagher & Flom LLP 1440 New York Avenue, N.W. Washington, D.C. 20005-2111 June 30, 1998

RECEIVED

FEDERAL COMMUNICATIONS COMMISSION OFFICE OF THE SECRETARY

> Fee Control # 9711198310053002 File No. 00436CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS4, Inc. (GWI 4) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS4, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 4 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 4 is transacting business as a debtor-in-possession. Thus, GWI 4 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 4's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

Thomas M. Holleran

Acting Associate Managing

Director - Financial Operations

· uj......

BY: FEE CONTROL NUMBER

Fee Control Payor Account Number Received Date

9711198310053002 SKADDEN ARPS SLATE MEAGHER & F FCC2087957 11/18/97

1440 NEW YORK AVENUE

WASHINGTON

DC

20005

Payment	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id		Applicant Name	Applicant Zip	Bad Check	Detail Amount		rans Code	Payment
\$45.00	\$45.00	1	PATM	1	KNLF564	GWI PCS4 INC	•	75231			\$45.00	1	PMT
Total 1											\$45.00		

97/1/98310053002 URIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. / WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7053 DIRECT FAX (202) 371-7996

January 8, 1998

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TOKYO
TORONTO

Via Hand Delivery

Andrew S. Fishel, Managing Director Office of Managing Director Federal Communications Commission 1919 M Street, N.W. Room 852 Washington, D.C. 20554

Re: GWI PCS4, Inc.

File No. 00436CWL96 Request for Refund **RECEIVED**

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Dear Mr. Fishel:

GWI PCS4, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWI PCS4, Inc. to GWI PCS4, Inc. Debtor-in-Possession. It has been brought to GWI PCS4, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWI PCS4, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Counsel for GWI PCS4, Inc.

Enclosures

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7288 DIRECT FAX (202) 371-7096

November 18, 1997

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PARIS
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SYDNEY
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TORONTO

Via Hand Delivery

Mr. William F. Caton Acting Secretary Federal Communications Commission 1919 M Street, N.W., Room 222 Washington, D.C. 20554

Re:

GWI PCS4, Inc., KNLF564

Market B389; Sacramento, CA BTA

Application for Pro Forma

Assignment of Authorization

Part 24 - Broadband PCS File No. 00436CWL96

Dear Mr. Caton:

GWI PCS4, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GWI PCS4, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GWI PCS4, Inc. to GWI PCS4, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely

Jay L. Birnbaum

Counsel for GWI PCS4, Inc.

Enclosures

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FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3080-0318 Expres 10/31/97 Est. Avg. Burden Hours FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Ligansee EIVED

Commercial Mobile Radio Services Rural Radiotelephone Service

JAN - 8 1998

FCC Use Only

Federal Communications Commission FILING FEE/ffice of Secretary

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GWI PCS4, INC.	T2. Voice Telephone Number (214) 265-2550					
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number (214) 265-2570					
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600	-					
T6. City	T7. State	T8. Zip Code				
Dallas	TX	75231				
T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist	1 .	Telephone Number				
T11. Firm or Company Name General Wireless, Inc.	1	lephone Number 265-2570				
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600						
T14. City Dallas	T15. State	T16. Zip Code 75231				

TYPE OF TRANSACTION

T17. This application requests (A) Assignment of authorization	Consent to Transfer of Control of Licensee
T18. How will assignment or transfer of control be accomplished? ($^{ m O}$)	See Exhibit 1 Sale or other transfer or assignment of stock Other
T19. This assignment of authorization or transfer of control of licensee is	(I) <u>V</u> oluntary <u>I</u> nvoluntary
T20. Will this be a $\underline{\text{pro forma}}$ assignment or transfer of control? (Y)	Yes No
T21. Is local or state authorization required for this assignment or transfer or	control? (N) Yes No

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

	701			O BE ASSIGNED OR TRANSFERRED					
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)					
KNLF564	CW	1/27/97	СВ	GWI PCS4, INC.					
		:							
		7							
			,						

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Same as items T41 - T48	T34. Voice Telephone Number ()
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number
T37. Mailing Street Address or P.O. Box	·
T38. City	. T39. State T40. Zip Code

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee GWI PCS4, Inc. as Debtor-in-Possession	T42. Voice Telephone Number (214) 265-2550					
T43. Assumed Name Used for Doing Business (if any)	1 ,	elephone Number 265-2570				
T45. Mailing Street Address or P.O. Box		The state of the s				
8144 Walnut Hill Lane, Suite 600						
T46. City	T47. State	T48. Zip Code				
Dallas	TX	75231				

ALIEN OWNERSHIP

T49.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T50.	Is the assignee or transferee an alien or the representative of an alien?	(_N)	<u>Y</u> es	<u>N</u> o
T51.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(_N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(_N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICATIONS

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o
T57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance? • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(Y)	<u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

Too. Title

Roger D. Linquist

Too. Title

President & Chief Executive Officer

Too. Date

November 13, 1997

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T63.	The assignee or transferee is a (an) (C)	Individual	Unincorporated Association	<u>P</u> artnership	<u>C</u> orporation
T64.	Typed Name of Person Signing Roger D. Linquist	·;	T65. Title President	& Chief Exe	ecutive Officer
T66.	Rozu D. Lingunt			T67. Date Nov	ember 13, 1997

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 490 GWI PCS4, Inc. Exhibit 1 Page 1 of 1

EXHIBIT 1

GWI PCS4, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B389-Sacramento BTA, Station KNLF564. On October 20, 1997, GWI PCS4, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. See Case No. 97-39679-SAF-11, attached. As a result and by operation of law, GWI PCS4, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS4, Inc. requests that the Commission grant the application for the assignment of GWI PCS4, Inc.'s license from GWI PCS4, Inc. to GWI PCS4, Inc. Debtor-in-Possession.

Ownership information for GWI PCS4, Inc. is reflected in the attached FCC Form 430.

FCC 430

Federal Communications Commission Washington, DC 20554

Approved by OMI 3060-0105

LICENSEE QUALIFICATION REPORT

See reverse for public burden estimate

INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

If this report is being submitted in connection with an application for radio authority, attach it to that application							
C. Do not submit a fee with this report.							
Business Name and Address (Number, Street, State ar of Filer's Principal Office	2. (Area Code) Telephone Number (214) 265-2550						
GWI PCS4, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	3. If this report supersedes a previously filed report, specify its date						
	N/A						
4. Filer is (check one): Individual Partnership	5. Under the laws of what State (or other jurisdiction) is the Filer organized?						
Other (Specify):	Delaware						
 6. List the common carrier and satellite radio servi permittee: Part 24: Personal Communications Services 	ces in which Filer has applied or is a current licensee or						
7(a) Has the Filer or any party to this application h revoked or had any application for permit, Commission? If "YES", attach as Exhibit 1 a statem license or permit revoked and relating circumstance.	license or renewal denied by this YES XX NO nent giving call sign and file number of						
(b) Has any court finally adjudged the Filer, or any the Filer, guilty of unlawfully monopolizing or atte communication, directly or indirectly, through apparatus, exclusive traffic arrangement, of competition? If "YES", attach as Exhibit II a statem	empting unlawfully to monopolize radio control of manufacture or sale of radio or other means of unfair methods of						
(c) Has the Filer, or any party to this application, controlling the Filer ever been convicted of a f "YES", attach as Exhibit III a statement relating the	elony by any state or Federal court? If						
(d) is the Filer, or any person directly or indirectly or any matter referred to in Items 7(b) and 7(c)? relating the facts.							
8. Is the Filer, directly or indirectly, through stock own interested in the ownership or control of any of Commission? If "YES", submit as Exhibit V the no licensee's relation to the Filer.	other radio stations licensed by the ves wo						
f Filer is an individual (sole proprietorship) or partnership,	answer the following and Item 11:						
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:	(b) Is Individual or each member of a partnership a citizen of YES NO the United States?						
N/A	(c) Is individual or any member of a partnership a representative of an alien or of a foreign government?						
	N/A						

Filer is a corporation, answer the following and Hem 11			
O(a) Attach as Exhibit VI the names, addresses, and voting 10 percent or more of the Filer's voting to control, indicate the beneficiary(les) or class of b	stock and the percentages so held. In the	g of record case of f	iduciary
See Exhibit Vl	•		
(b) List below, or attach as Fxhibit VII the names and	addresses of the officers and directors of	the Filer.	
See Exhibit VII			
(c) is the Filor directly or indirectly controlled by any	other corporation?	YES	□NO
If "YES", attach as Exhibit VIII a statement (incappropriate) which fully and completely identificated the following: (1) the address and primal and any intermediate subsidiaries; (2) the name stockholders holding 10 percent or more of the other approximate percentage of total voting stockholders and addresses of the president and directions.	Itilius the nature and extent of control. By business of the controlling corporation Bos, addresses, and citizenship of these Bontrolling corporation's voting stock; (3) R held by each such stockholder; and (4)	See	Exhibit V
(d) is any officer or director of the Filer an allen?		YES	₩ NO
(e) is more than one-fifth of the capital stock of the or their representatives, or by a foreign govern corporation organized under the laws of a foreign	ment or representative(s) thereof, or by d n country?	YES	× NO
or their representatives, or by a foreign govern corporation organized under the laws of a foreign (f) is the Filer directly or indirectly controlled: (1) by afficer or more than one-fourth of the direct corporation or corporation of which more than or voted by aliens or their representatives, or by a thereof.	ment or representative(s) thereof, or by a n country? by any other corporation of which any stors are allens, or (2) by any foreign ne-fourth of the capital stock is owned or foreign government or representatives	YES	⊠ NO
or their representatives, or by a foreign govern corporation organized under the laws of a foreign (f) is the Filer directly or indirectly controlled: (1) be officer or more than one-fourth of the direct corporation or corporation of which more than or voted by aliens or their representatives, or by a	ment or representative(s) thereof, or by a n country? by any other corporation of which any stors are allens, or (2) by any foreign ne-fourth of the capital stock is owned or toreign government or representatives 5°, attach as Exhibit iX a statement identification	YES	k NO
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Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching axisting data sources, guilturing and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the hurden to Enderal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to deconway@fcc gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430 GWI PCS4, Inc. Exhibit VI Page 1 of 1

Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS4, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

FCC Form 430 GWI PCS4, Inc. Exhibit VII Page 1 of 1

Exhibit VII

The officers and directors of GWI PCS4, Inc. are as follows:

Officers

Roger D. Linquist

President

6929 Vassar Ave.

Dallas, TX 75205

Dennis Spickler

Vice President of Finance

926 Turnberry Lane

Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

Directors

Roger D. Linquist 6929 Vassar Ave.

Dallas, TX 75205

John R. Lister

1208 Monterey Circle Plano, TX 75075

Albert S. Loverde 5316 Trowbridge Drive Dunwoody, GA 30338

Dennis Spickler 926 Turnberry Lane Southlake, TX 76092

FCC Form 430 GWI PCS4. Inc. Exhibit VIII Page 1 of 1

Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS4, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

> Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock

C. Boyden Grav 1534 28th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) Robert G. Barrett 6929 Vassar Ave. Dallas, TX 75205

200 Portland Street Boston, MA 02114

Ralph M. Baruch 1775 Broadway New York, NY 10019 C. Boyden Gray 1534 28th St. N.W. Washington, DC 20007

Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109

Arthur Patterson One Palmer Square Princeton, NJ 08542

John Sculley 90 Park Avenue New York, NY 10016

Form 1. VOLUNTARY PETITION

NORTHERN DISTRICT OF TEXAS	STATES BANKRUPTCY COL	VOLUNTARY PETITION					
IN RE (NAME OF DESTOR) - IF INDIVIDUAL GWI PCS 4, INC.	ENTER LAST, FIRST, MIDDLE	NAME OF JOINT DEBTOR (SP	OUSE) (LAST, FIRST, MIDDLE)				
ALL OTHER NAMES USED BY THE DEBT	OR IN THE LAST & YEARS NAMES)	(INCLUDE MARRIED, MAIDEN AND	9679-RCM-11				
SOC. SEC /TAX I.D. NO. (IF MORE THAN 75-2695075	ONE. STATE ALL	SOC. SEC. TAXALD NO. UF M	ORE THAN ONE, STATE ALL				
STREET ADDRESS OF DEBTOR ING AN 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	O STREET, CITY STATE, AND ZIP CODE)	STREET ADDRESS OF JOINT	DEBTOR ING. AND STREET, CITY, STATE, AND 2 P CO				
	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	-	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS				
MAILING ADDRESS OF DEBTOR (IF DIFF		MAILING ADDRESS OF JOINT	DEBTOR (IF DIFFERENT FROM STREET ADDRESS)				
LOCATION OF PRINCIPAL ASSETS OF B			ENUE (CHECK ONE BOX)				
(IF DIFFERENT FROM ADDRESS USTED ABO	VE)	BUSINESS, OR PRINCIPAL A PRECEDING THE DATE OF THE THAN IN ANY OTHER DISTRICT	E CONCERNINO DESTOR'S APPILIATE, GENERAL PARTA				
	INFORMATION REGARDING D	EBTOR (CHECK APPLICABLE BOXES)				
TYPE OF DEBTOR		CHAPTER OR SECTION OF BAN	KRUPTCY CODE UNDER WHICH THE PETITION IS				
□ INDIVIDUAL □ CORPO	DRATION PUBLICLY HELD DRATION NOT PUBLICLY HELD IPALITY	FILED (CHECK ONE BOX)	APTER 11 CHAPTER 13 APTER 12 SEC. 304 - CASE ANCILLARY TO FOREION PROCESSING				
NATURE OF DEBT NON-BUSINESS/CONSUMER A. TYPE OF BUSINESS (CHECK ONE) FARMIND PROFESSIONAL MANUFACTURIS	NG/ CONSTRUCTION	FILING FEE ATTACHED FILING FEE TO BE PAID IN INS MUST ATTACH SIGNED APPLIC	TALLMENTS: (APPLICABLE TO INDIVIDUALS ONLY ' ATION FOR THE COURT'S CONSIDERATION CERTIFYING TO PAY FEE EXCEPT IN INSTALLMENTS RULE				
RAILROAD STOCKBROKER B. BRIEFLY DESCRIBE NATURE OF BUS		NAME AND ADDRESS OF LAW ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 370 TELEPHONE NO. 214-659-44					
WIRELESS COMMUNICATIONS		NAME(S) OF ATTORNEY(S) DESI	GNATED TO REPRESENT DEBTOR (PRINT OR TYPE				
		DEBORAH L. SCHRIER-RAPE					
		DEBTOR IS NOT REPRESENTED	BY AN ATTOMNET				
STATISTICAL/A	DMINISTRATIVE INFORMATION (U. Estimates only) (Check applicable boxes)	S.C. § 604)					
Debtor estimates that funds will be availal]				
Debtor estimates that, after any exempt p there will be no funds available for distributions.	roperty is excluded and administrative experition to unsecured creditors.	nses paid,					
STIMATED NUMBER OF CREDITORS:							
1-15 16-49 50-99 100-199	200-999 1000-Over						
STIMATED ASSETS (In thousands of dollar	ra)]				
Under 50 50-99 100-499	500-999 1000-9999 10.000-99 9	100 000 over					
STIMATED LIABILITIES (In thousands of de	ollars)		7				
Under 50 50-99 100-499	500-999 1000-9999 10.000-99.9	999 100,000 over	÷				
ST. NO. OF EMPLOYEES - CH. 11 & 12 O	NLY		7				
0 1-19 20-99	100-199 1000-over						

EST. NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY

20-99

100-999

500-over

1-19

0

lame of Debtor GWI PCS 4, in	С
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Case	No.	

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box.

FILING OF PLAN

() A copy of debtor's proposed plan dated _____ is attached.

(x) Debtor intends to file a plan within the time allowed by statute, rule of order of the court.

PRICH HANKRUP!	CY CASE FILED WITHIN LAS	T.6 YFARS (If more than on	e_attach_additional_sheet_)			
Location Where Filed	Case Number		Date Filed			
PENDING BANKRUPTCY CASE FILED BY	ANY SPOUSE PARTNER O	R AFFILIATE OF THE DEB	TOR (If more than one, attach additional she			
Name of Debtor	Case Number		Date			
Relationship	District		Judge			
Debtor requests relief in	REQUEST accordance with the chapter	FOR RELIEF of title 11, United States (Code specified in this petition.			
	SIGNA	ATURES				
Signature Literature	10/20/97 Date	DRNEY				
INDIVIDUAL JOINT DE I declare under penalty of penury that the provided in this petition is true and correct.	BTOR(S) information	CORPOR I declare under penalt provided in this petition is filing of this petition on be authorized	ATE OR PARTNERSHIP DEBTOR by of perjury that the information is true and correct and that the ehalf of the debtor has been			
_Signature of Debtor		Signature of Authorized I	navidual (CEO)			
Date	-	Print or Type Name of Au President and CEO				
Signature of Joint Debtor		Title of individual Authorized by Debtor to File this Petition 10/20/97 Date				
Date						

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.) () Exhibit "A" is attached and made a part of this petition.
TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)
I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title. If I am represented by an attorney, Exhibit B has been completed.
Signature of Debtor Date
Signature of Joint Debtor Date
EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.) I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.
Signature of Attorney Date

.

EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

[CAPTION]

EXHIBIT "A" TO VOLUNTARY PETITION

- 1. Debtor's employer identification number is 75-2695075.
- 2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
- 3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 167,046,903.36
	Approximate number of holders	
Fixed, liquidated secured debt		\$
Contingent secured debt		s
Disputed secured claims	1	\$ 102,246,773.36
Unliquidated secured debt		\$
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 10,883,641.00 +
Contingent unsecured debt		\$
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt		s
lumber of shares of preferred stock	N/A	
lumber of shares of common stock	100	
Comments, if any:		

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

- 5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:
 - GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF GWI PCS 4, INC.

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation's restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the "Corporation's officers"), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation's officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation's officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions."

Roger D. Linquist

Chairman of the Board

FEDERAL COMMUNICATIONS COMMISSION Washington. D. C. 20554

June 30, 1998

OFFICE OF MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, N.W.
Washington, D.C. 20005-2111

Fee Control # 9711198310053003 File No. 00455 CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS5, Inc. (GWI 5) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS5, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 5 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 5 is transacting business as a debtor-in-possession. Thus, GWI 5 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 5's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

Thomas M. Holleran

Acting Associate Managing

Director - Financial Operations

BY: FEE CONTROL NUMBER

Fee Control Number Payor Name Account Number Received Date
9711198310053003 SKADDEN ARPS SLATE MEAGHER & F FCC2087957 11/18/97

1440 NEW YORK AVENUE

WASHINGTON

DC

20005

Payment	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other Id		Applicant Name	Applicant Zip	Bad Check	Detail Amount	Trar Cod	ns Payment e Type	
- Amount \$45.00	\$45.00	1	PATM	1	KNLF567	GWI PCS5 INC		75231			\$45.00 1	PMT	-
Total 1											\$45.00		

9711198310053003

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7053 DIRECT FAX (202) 371-7996

January 8, 1998

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

FIRM/AFFILIATE OFFICES

BEIJING BRUSSELS FRANKFURT HONG KONG LONDON MOSCOW PARIS SINGAPORE SYDNEY TOKYO TORONTO

RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Via Hand Delivery

Andrew S. Fishel, Managing Director Office of Managing Director Federal Communications Commission 1919 M Street, N.W. Room 852 Washington, D.C. 20554

Re:

GWI PCS5, Inc.

File No. 00455CWL96 Request for Refund

Dear Mr. Fishel:

GWI PCS5, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWI PCS5, Inc. to GWI PCS5, Inc. Debtor-in-Possession. It has been brought to GWI PCS5, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWI PCS5, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Counsel for GWI PCS5, Inc.

Enclosures

FILE COI

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

DIRECT DIAL (202) 371-7288 DIRECT FAX (202) 371-7096 TEL: (202) 371-7000 FAX: (202) 393-5760

November 18, 1997

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
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WILMINGTON
BEIJING
BRUSSELS
FRANKFURT
HONG KONG
LONDON

MOSCOW PARIS SINGAPORE SYDNEY TOKYO

TORONTO

FIRM/AFFILIATE OFFICES

Via Hand Delivery

Mr. William F. Caton Acting Secretary Federal Communications Commission 1919 M Street, N.W., Room 222 Washington, D.C. 20554

Re:

GWI PCS5, Inc., KNLF567

Market B434; Stockton, CA BTA

Application for Pro Forma

Assignment of Authorization

Part 24 - Broadband PCS File No. 00455CWL96

Dear Mr. Caton:

GWI PCS5, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GWI PCS5, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GWI PCS5, Inc. to GWI PCS5, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,

Birnbaum

Counsel for GWI PCS5, Inc.

Enclosures

READ INSTRUCTIONS	CARE	-ULL	Y			Т															AP	PROV	/ED	BY O	иB		3060-0	589
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8155 Walnut Hi		ne																										
Suite 600												مسيد																
Dallas												(15) T)	STATE K	E					` '	1P CO	DE							
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## **FCC 490**

(a) Fee Type Code

Dallas

(b) Fee Multiple

## FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3050-0319 Expres 10/31/97 Est. Avg. Burden Hours Per Response: 3 Hrs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Lipping IVED

(C) Fee Due for Fee Type Code in (a)

445.00

Commercial Mobile Radio Services Rural Radiotelephone Service

JAN - 8 1998

(d) Total Amount Due

45.00

FCC Use Only

FCC Use Only

75231

TX

Federal Communications Commission FILING FEBIFICS of Secretary

PATM	1	\$45.00	\$ 45.00		
		ASSIGNOR OR TI	RANSFEROR		
T1. Name of Assign				T2. Voice 7 (214	elephone Number ) 265-2550
T3. Assumed Name	Used for Doing Busi	ness (if any)			pephone Number ) 265-2570
T5. Mailing Street A 8144 Walnut	Address or P.O. Box Hill Lane, Suite	600			
T6. City Dallas				T7. State	T8. Zip Code 75231
T9. Name of Contac Roger D. Line		ther than Assignor or Transferor)			Telephone Number ) 265-2550
T11. Firm or Compa General Wire				1 .	elephone Number ) 265-2570
T13. Mailing Street 8144 Walnut	Address or P.O. Box Hill Lane, Suite	600			
T14. City				T15. State	T16. Zip Code

## **TYPE OF TRANSACTION**

T17.	This application requests (A) Assignment of authorization Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? (O) See Exhibit 1  See Exhibit 1  Sale or other transfer or assignment of stock Other
T19.	This assignment of authorization or transfer of control of licensee is ( I ) Voluntary Involuntary
T20.	Will this be a <u>pro_forma_</u> assignment or transfer of control? (Y) <u>Yes_No</u>
T21.	Is local or state authorization required for this assignment or transfer of control? (N) Yes No

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED** 

	AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED							
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)				
KNLF567	CW	1/27/97	СВ	GWI PCS5, INC.				
			- <u>-</u>					
-								

## **ASSIGNMENT OF STOCK**

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	Т30.
Shares authorized	T31.	T32.

## **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee	T34. Voice Telephone Number
Same as items T41 - T48	( )
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number
T37. Mailing Street Address or P.O. Box	
T38. City	T39. State T40. Zip Code

## **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee GWI PCS5, Inc. as Debtor-in-Possession	T42. Voice Telephone Number (214) 265-2550				
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number ( 214 ) 265-2570				
T45. Mailing Street Address or P.O. Box		1			
8144 Walnut Hill Lane, Suite 600					
T46. City		T47. State	T48. Zip Code		
Dallas	•.	TX	75231		

## **ALIEN OWNERSHIP**

T49.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T50.	Is the assignee or transferee an alien or the representative of an alien?	(N).	<u>Y</u> es	<u>N</u> o
T51.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

#### **BASIC QUALIFICATIONS**

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o
T57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance?  • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(Y)	<u>Y</u> es	<u>N</u> o

#### **ASSIGNOR OR TRANSFEROR CERTIFICATION**

transferred unless and until the consent of the Federal Cor	rization will not be assigned or that control of the licensee will not be nmunications Commission has been given; that all exhibits attached or ated herein as if set out in full in this application; and that all statements best of his or her knowledge and belief.		
T59. Typed Name of Person Signing	T60. Title		
Roger D. Linquist	President & Chief Executive Officer		
T61. Signature	T62. Date November 13, 1997		

#### **ASSIGNEE OR TRANSFEREE CERTIFICATION**

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

best of his or her knowledge and belief, and are n	nade in good	raith.			
T63. The assignee or transferee is a (an) (C)	Individual	Unincorporated Association	<u>P</u> artnership	<u>C</u> orporation	
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President	T65. Title President & Chief Executive Officer			
Rogan). Linguist			T67. Date Nov	e vember 13, 1997	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 490 GWI PCS5, Inc. Exhibit 1 Page 1 of 1

## EXHIBIT 1

GWI PCS5, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B434-Stockton BTA, Station KNLF567. On October 20, 1997, GWI PCS5, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. See Case No. 97-39680-SAF-11, attached. As a result and by operation of law, GWI PCS5, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS5, Inc. requests that the Commission grant the application for the assignment of GWI PCS5, Inc.'s license from GWI PCS5, Inc. to GWI PCS5, Inc. Debtor-in-Possession.

Ownership information for GWI PCS5, Inc. is reflected in the attached FCC Form 430.

## Federal Communications Commission Washington, DC 20554

Approved by OME 3060-0105

## LICENSEE QUALIFICATION REPORT

See reverse for public burden estimate

#### INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee of permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

If this report is being submitted in connection with an	application for ra	dio authority, attach	it to that app	olication.	
C. Do not submit a fee with this report.					
<ol> <li>Business Name and Address (Number, Street, State and ZIP Code) of Filer's Principal Office</li> </ol>		2. (Area Code) Telephone Number (214) 265-2550			
GWI PCS5, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231		3. If this report sup- filed report, spec		viously	
4. Filer is (check one):  Individual Partnership	XX Corporation	5. Under the laws or jurisdiction) is the			
Other (Specify):		Delaware			
List the common carrier and satellite radio services:  Part 24: Personal Communications Services	ices in which File	r has applied or is c	a current lice	nsee or	
7(a) Has the Filer or any party to this application be revoked or had any application for permit, Commission? If "YES", attach as Exhibit 1 a stater license or permit revoked and relating circumstants	license or renement giving call sig	wal denied by this	YES	XX NO	
(b) Has any court finally adjudged the Filer, or any the Filer, guilty of unlawfully monopolizing or atte communication, directly or indirectly, through apparatus, exclusive traffic arrangement, competition? If "YES", attach as Exhibit II a statem	empting unlawfully control of manufo or other means o	r to monopolize radio acture or sale of radio of unfair methods o	YES	XX NO	
(c) Has the Filer, or any party to this application, controlling the Filer ever been convicted of a "YES", attach as Exhibit III a statement relating the	lelony by any stat			XX NO	
(d) Is the Filer, or any person directly or indirectly of any matter referred to in Items 7(b) and 7(c)? relating the facts.				XX NO	
8. Is the Filer, directly or indirectly, through stock own interested in the ownership or control of any of Commission? If "YES", submit as Exhibit V the no licensee's relation to the Filer.	other radio static ame of each suc	ons licensed by the ch licensee and the	VEC	XX NO	
lf Filer is an individual (sole proprietorship) or partnership,	answer the follow	ing and Item 11:			
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:		l or each member ship a citizen of states?	YES	Пио	
N/A	a partnersh		YES	□no	
	-		N/A 		

If Filer is a corporation, answer the following and Item 11:				
10(a) Attach as Exhibit VI the names, addresses, and voting 10 percent or more of the Filer's voting st control, indicate the beneficiary(les) or class of be	lock and the percentages so held. In the	g of record case of f	l and/or Iduciary	
See Exhibit Vl				
(b) List below, or attach as Exhibit VII the names and	addresses of the officers and directors of	the Flier.		
See Exhibit VII				
(c) is the filor directly or indirectly controlled by any o	other corporation?	Tx YES	NO	
If "YES", attach as Exhibit VIII a statement (incluance appropriate) which fully and completely identificated the following: (1) the address and primare and any intermediate subsidiaries: (2) the name stockholders holding 10 percent or more of the contraction of the president and directly names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the name of the name of the names and addresses of the president and directly in the name of the names and addresses of the president and directly in the name of the names and primary in the name of the names and primary in the name of the names and primary in the names and the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and directly in the names and addresses of the president and the names and addresses and the names and	ilius the nature and extent of control y business of the controlling corporation as, addrossos, and citizenship of those ontrolling corporation's voting stock; (3) held by each such stockholder; and (4)	See	Exhibit	VIT
(d) is any officer or director of the Filer an allen?		YES	NO X	
(e) Is more than one-fifth of the capital stock of the or their representatives, or by a foreign governm corporation organized under the laws of a foreign	nent or representative(s) thereof, or by a	[ ]YES	×NO	
(f) Is the Filer directly or Indirectly controlled: (1) by afficer or more than one-fourth of the direct corporation or corporation of which more than on voted by aliens or their representatives, or by a thereof.	ors are allens, or (2) by any foreign e-fourth of the capital stook is owned or	YES	∞ио	
(g) If any answer to questions (d), (e) or (f) is "YES" foreign entities, their nationality, their relationship vote.				
11. CERTIF	CATION			
This report constitutes a material part of any application which are a material part thereof. The ownership information conta approval of, any transfer of control or assignment of radio facilities statements made herein are true, complete and correct faith. The undersigned, individually and for the Filer, cortifies that to a denial of Federal benefits. That includes FCC benefits, is Section 862, because of a conviction for possession or distribution WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARC PU SECTION 1001), AND/OR REVOCATION OF ANY STATISECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITL	ined in this report does not constitute an applities. The undersigned, individually and for the to the best of the Filer's knowledge and belies the best of the Filer's knowledge and belies the the applicant not any other party to business to Soction \$301 of the Anti Drug Abin of a controlled substance.  INISTIABLE BY FINE AND/OR IMPRISONMETON LICENSE OR CONSTRUCTION PERMI	cation for, of Filer, herebot, and are of the applications Act of the following MT (U.S. Co	or Commission by certifics that made in good ation is subject 1988, 21 U.S.C.	n il il il
Filer (must correspond with that shown in Item 1)	Typed or Printed Name			
GWI PCS5, Inc.	Roger D. Linquist			
GWI FCSS, INC.				
Signature 2	T:91•	Date		

common carrier or safellite radio service pursuant to the Communications Act of 1934, as amended. No authorization can be granted unless all information requested is provided. Your response is required to obtain the requested authorization or retain an authorization.

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing Instructions, searching oxisting data sources, gothering und maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the hurdon to Enderal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to deanway@lcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDIRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430 GWI PCS5, Inc. Exhibit VI Page 1 of 1

#### Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS5, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

FCC Form 430 GWI PCS5, Inc. Exhibit VII Page 1 of 1

### Exhibit VII

The officers and directors of GWI PCS5, Inc. are as follows:

#### **Officers**

Roger D. Linquist

President

6929 Vassar Ave. Dallas, TX 75205 Dennis Spickler

Vice President of Finance

926 Turnberry Lane Southlake, TX 76092

John R. Lister
Vice President/General Manager
Northern California Region
1208 Monterey Circle
Plano, TX 75075

#### **Directors**

Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205

John R. Lister 1208 Monterey Circle Plano, TX 75075

Albert S. Loverde 5316 Trowbridge Drive Dunwoody, GA 30338 Dennis Spickler 926 Turnberry Lane Southlake, TX 76092

FCC Form 430 GWI PCS5, Inc. Exhibit VIII Page 1 of 1

#### Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS5, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

> Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock

C. Boyden Gray 1534 28th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) Robert G. Barrett 6929 Vassar Ave. Dallas, TX 75205

200 Portland Street Boston, MA 02114

Ralph M. Baruch 1775 Broadway New York, NY 10019

C. Boyden Gray 1534 28th St. N.W. Washington, DC 20007

Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109

Arthur Patterson One Palmer Square Princeton, NJ 08542

John Sculley 90 Park Avenue New York, NY 10016

## Form 1. VOLUNTARY PETITION

IINITER	STATES BANKRUPTCY C	OLIPT	T				
NORTHERN DISTRICT OF TEXAS		OURI	VOLUNTARY PETITION				
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL GWI PCSS. INC.	. ENTER LAST, FIRST, MIDDLE	NAME OF JOINT DEBTOR	SPOUSE) (LAST, FIRST, MIDDLE)				
ALL OTHER NAMES USED BY THE DESTI (INCLUDE MARRIED, MAIDEN, AND TRADE A	OR IN THE LAST & YEARS LAMES)	(INCLUDE MARRIED, MAIDEN A	THE JOINT DEBTOR IN THE LAST 6 YEARS NO TRADE NAMES!				
SOC. SEC./TAX I.D. NO. (IF MORE THAN 75-2695077	ONE, STATE ALL)		MORE THAN ONE, STATE ALL)				
STREET ADDRESS OF DEBTOR (NO. AN. 8) 144 WALNUT HILL LANE, STE. 500 DALLAS, TEXAS 75231	O STREET, CITY STATE, AND ZIP CODE)	STREET ADDRESS OF JOIN	T DEBTOR (NO. AND STREET, CITY, STATE, AND ZIR				
	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS		COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS				
MAILING ADDRESS OF DEBTOR (IF DIFF	ERENT FROM STREET ADDRESS)	MAILING ADDRESS OF JOIN	IT DEBTOR (IF DIFFERENT FROM STREET ADDRESS.				
LOCATION OF PRINCIPAL ASSETS OF B			VENUE (CHECK ONE BOX)				
		BUSINESS, OR PRINCIPAL PRECEDING THE DATE OF TI	DESTOR MAS SEEN DOMICILED OR MAS HAD A RESIDENCE, PRINCIPAL P BUSINESS, OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMM PRECEDING THE DATE OF THE PETITION OR FOR A LONGER PART OF SUCH 18 THAN IN ANY OTHER DISTRICT.				
		THERE IS A BANKRUPTCY CO	ASE CONCERNING DESTOR'S AFFILIATE, GENERAL PAIN THIS DISTRICT.				
	INFORMATION REGARDING	G DEBTOR (CHECK APPLICABLE BOX	£5)				
TYPE OF DEBTOR    Individual	DRATION PUBLICLY HELD DRATION NOT PUBLICLY HELD IPAUTY	FILED (CHECK ONE BOX)	ANKRUPTCY CODE UNDER WHICH THE PETITION  CHAPTER 1 1				
NATURE OF DEBT  NON-BUSINESS/CONSUMER  TYPE OF BUSINESS (CHECK ONE)  FARMINO PROFESSIONAL  MANUFACTURI	NG/ CONSTRUCTION	S Flung FEE ATTACHED  OW Flung FEE TO BE PAID IN 1	NSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY JEATION FOR THE COURT'S CONSIDERATION CERTIF LE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE				
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		NAME(S) OF ATTORNEY(S) DE NAME)  DEBORAH L. SCHRIER-RAPE	SIGNATED TO REPRESENT DEBTOR (PRINT OR )				
		DESTOR IS NOT REPRESENT	TED BY AN ATTORNEY				
STATISTICALIA	OMINISTRATIVE INFORMATION	(U.S.C. & 604)					
	DMINISTRATIVE INFORMATION Estimates only) (Check applicable boxes)		<b></b>				
<ul> <li>Debtor estimates that funds will be available.</li> <li>Debtor estimates that, after any exempt perfer will be no funds available for distributions.</li> </ul>							
STIMATED NUMBER OF CREDITORS:							
1-15 16-49 50-99 100-199	200-999 1000-Over						
ESTIMATED ASSETS (In thousands of dolla	ns)						
Under 50 50-99 100-499	500_999 1000_9999 10 000	-99,999 100,000 over	•••				
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lame of (	Debtor	GWI	PSC5	Inc
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Case	No.		

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box.

#### FILING OF PLAN

( ) A copy of debtor's proposed plan dated _____ is attached. (x) Debtor intends to file a plan within the time allowed by statute, rule of order of the court.

PRIOR BANKRUPTCY C	ASE FILED WITHIN LAST	I 6 YEARS (If more than on	e attach additional sheet )
Location Where Filed	Case Number		Date Filed
PENDING BANKRUPTCY CASE FILED BY ANY	SPOUSE PARTNER OF	RAFFILIATE OF THE DEB	TOR Ut more than one, attach additional sheet
Name of Debtor	Case Number		Date
Relationship	District		Judge
Debtor requests relief in acco	REQUEST	FOR RELIEF of title 11, United States (	Code specified in this petition.
	SIGNA	TURES	
Siggature Date Date	10/20/97	DRNEY	
INDIVIDUAL JOINT DEBTOR i declare under penalty of perjury that the inform provided in this petition is true and correct.	e(S) lation	I declare under penalti provided in this petition is filing of this petition on be authorized.	ATE OR PARTNERSHIP DEBTOR by of perjury that the information is true and correct and that the shalf of the perbtor has been
_Signature of Debtor		Signature of Authorized II Roger Linquist Print or Type Name of Au President and CEO	thorized Individual
Signature of Joint Debtor  Date		zed by Debtor to File this Petition	

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)  ( ) Exhibit "A" is attached and made a part of this petition.
TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)
I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.  If I am represented by an attorney, Exhibit B has been completed.
Signature of Debtor Date
Signature of Joint Debtor Date
EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)  I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.
Signature of Attorney Date

•

•

•

•

### EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.}

[CAPTION]

## **EXHIBIT "A" TO VOLUNTARY PETITION**

- 1. Debtor's employer identification number is 75-2695077.
- 2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
- 3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 79,803,237.25
	Approximate number of holders	
Fixed, liquidated secured debt		\$
Contingent secured debt	<del></del>	\$
Disputed secured claims	1	\$ 23,396,057.25
Unliquidated secured debt		\$
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 2,490,691.00+
Contingent unsecured debt		\$
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt		s
umber of shares of preferred stock	N/A	
umber of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS California/Florida, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

## **Affiliated Companies**

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

## RESOLUTIONS OF THE BOARD OF DIRECTORS OF GWI PCS 5, INC.

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation's restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the "Corporation's officers"), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation's officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation's officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions."

Roger D. Linquist

Chairman of the Board

# FEDERAL COMMUNICATIONS COMMISSION Washington, D. C. 20554

OFFICE OF MANAGING DIRECTOR

June 30, 1998

Jennifer P. Brovey, Esquire Skadden, Arps, Slate, Meagher & Flom LLP 1440 New York Avenue, N.W. Washington, D.C. 20005-2111 PECEIVED

OCT - 8 1998

OFFICE OF THE SECRETARY

Fee Control # 9711198310053009

File No. 00442CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS6, Inc. (GWI 6) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS6, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 6 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 6 is transacting business as a debtor-in-possession. Thus, GWI 6 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 6's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

Thomas M. Holleran

Acting Associate Managing

**Director - Financial Operations** 

BY: FEE CONTROL NUMBER

Fee Control Number Payor Name Account Number Received Date 9711198310053009 SKADDEN ARPS SLATE MEAGHER & F FCC2087957 11/18/97 1440 NEW YORK AVENUE

WASHINGTON

DC

20005

•			Payment		Callsign								
Payment	Current Balance	Seq Num	Type Code	Quantity	Other Id		Applicant Name	Applicant Zip	Bad Check	Detail Amount		rans ode	Payment Type
\$45.00	\$45.00	1	PATM	1	KNLF565	GWI PCS6 INC		75231			\$45.00	1	PMT
Total 1											\$45.00		

# 9711198310053/009

ORIGINAL

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7053 DIRECT FAX (202) 371-7996

January 8, 1998

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON

CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING BRUSSELS FRANKFURT HONG KONG LONDON MOSCOW PARIS SINGAPORE SYDNEY TOKYO TORONTO

#### Via Hand Delivery

Andrew S. Fishel, Managing Director Office of Managing Director Federal Communications Commission 1919 M Street, N.W. Room 852 Washington, D.C. 20554

Re:

GWI PCS6, Inc.

File No. 00442CWL96 Request for Refund RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Dear Mr. Fishel:

GWI PCS6, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWI PCS6, Inc. to GWI PCS6, Inc. Debtor-in-Possession. It has been brought to GWI PCS6, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWI PCS6, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Counsel for GWI PCS6, Inc.

**Enclosures** 

FILE COPY

## SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7288 DIRECT FAX (202) 371-7096

November 18, 1997

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING BRUSSELS FRANKFURT HONG KONG LONDON MOSCOW PARIS SINGAPORE SYDNEY TOKYO TORONTO

#### Via Hand Delivery

Mr. William F. Caton Acting Secretary Federal Communications Commission 1919 M Street, N.W., Room 222 Washington, D.C. 20554

Re:

GWI PCS6, Inc., KNLF565

Market B397; Salinas-Monterey, CA BTA

Application for Pro Forma

Assignment of Authorization

Part 24 - Broadband PCS File No. 00442CWL96

Dear Mr. Caton:

GWI PCS6, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GWI PCS6, Inc. submits this application for the involuntary, *pro forma* assignment of its PCS C block license from GWI PCS6, Inc. to GWI PCS6, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,

y L. Birnbaum

Counsel for GWI PCS6, Inc.

**Enclosures** 

READ INSTRUCTIONS CAREFULLY			APPROVED BY	OMB 3060-0589
BEFORE PROCEEDING		MUNICATIONS COMMISSION		
	REMIT	TTANCE ADVICE	EPECAL GEE	
	DAGE	NO 1 OF 1	FOC USE CANA	
(1) LOCKBOX # 358310		NO		
		- PAYER INFORMATION		
(2) PAYER NAME (I paying by credit card, order name exactly at Skadden, Arps, Slate, Meagher &			(3) TOTAL AMOUNT PAID (dollars and 45.00	d cents)
(4) STREET ADDRESS LINE NO. 1	C I IOM		1\$ 43.00	
1440 New York Avenue		<u></u> .		
(5) STREET ADDRESS LINE NO 2				
(6) CITY		(7) STATE	(8) ZIP CODE	
Washington		DC	20005	
(9) DAYTIME TELEPHONE NUMBER (Include area code)		(10) COUNTRY CODE (if not in U.S.A.)		
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(11) APPLICANT NAME (if paying by credit card, enter nam		APPLICANT INFORMATION		
GWI PCS6, INC.				
(12) STREET ADDRESS LINE NO. 1				
8155 Walnut Hill Lane (13) STREET ADDRESS LINE NO 2				·
Suite 600				
Dallas		(15) STATE	(16) ZIP CODE	
DATIAS  (17) DAYTIME TELEPHONE NUMBER (Include area code)		TX (18) COUNTRY CODE (if not in U.S.A.)	75231	
			COLUMNATIONS	
(18A) FCC CALL SIGNATHER ID (20A) PAYMENT		PAYMENT INFORMATION  QUANTITY (22A) FEE DUE FOR (PTC) IN BLOC	CK 20A (#05/53/53/53/58	
KNLF565 P	A T M 1	45.00		
23A) FCC CODE 1		(24A) FCC CODE 2		
198) FCC CALL SIGN/OTHER ID (208) PAYMENT	TYPE CODE (PTC) (218)	QUANTITY (228) FEE DUE FOR (FTC) IN BLOC	CK 20B	
136) FOO ONEE STORES THEN IS	1,12000	CONNECT THE PROPERTY OF THE PR		
23B) FCC CODE 1		(24B) FCC CODE 2	***************************************	
			7700770000	
19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT	TYPE CODE (PTC) (21C)	QUANTITY (22C) FEE DUE FOR (FTC) N BLOC	K 190 FCC USE ONLY	
23C) FCC CODE 1		(24C) FCC CODE 2		
19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT	TYPE CODE (PTC) (210)	QUANTITY (220) FEE DUE FOR IPTO HIN BLOC	> 110 Edd Helf Greek	
23D) FCC CODE 1		(24D) FCC CODE 2		
SECTION D.	WAXEPAYEE?	IN FORMATIO	NEEDUR	ED)
25)		(28) COMPLETE THIS BLOCK ONLY IF AR		
PAYER TIN 0 1 3 1	7 7 7 2 3 0	APPLICANT TIN	0 7 5 2 6	9 5 0 7 8
		- CERTIFICATION		
27) CERTIFICATION STATEMENT L. Maureen R. Harrigan	Certify under p	enalty of perjury that the fore	going and supporting in	formation
(PRINT NAME)	· · ·	1/	PIL.	\ <u></u>
are true and correct to the best of my k				100
(28) MASTERCARDIVISA ACCOU		CARD PAYMENT INFORMA	EXPIRATION DATE	
MASTERCARD				
			MONTH YEAR	
VISA hereby authorize the ECC to charge my VISA or		ED SIGNATURE	DATE	
for the service(s)/authorizations(s) here in describ				

## FCC 490

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3060-0319 Expres 10/31/97 Est. Avg. Burden Hours Per Response: 3 Hrs.

FCC Use Only (File Number)

# Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

#### **FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	\$ 45.00	·

#### **ASSIGNOR OR TRANSFEROR**

T1. Name of Assignor or Transferor GWI PCS6, INC.	T2. Voice Telephone Number (214 ) 265-2550				
T3. Assumed Name Used for Doing Business (if any)		ephone Number ) 265-2570			
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600					
T6. City	T7. State	T8. Zip Code			
Dallas	TX	75231			
T9. Name of Contact Representative (if other than Assignor or Transferor)  Roger D. Linquist	1 .	Telephone Number			
T11. Firm or Company Name General Wireless, Inc.		lephone Number ) 265-2570			
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600	•				
T14. City Dallas	T15. State TX	T16. Zip Code 75231			

#### **TYPE OF TRANSACTION**

T17.	This application requests (A) Assignment of authorization Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? (O) See Exhibit 1  See Exhibit 1  Sale or other transfer or assignment of stock Other
T19.	This assignment of authorization or transfer of control of licensee is ( I ) <u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro_forma</u> assignment or transfer of control? (Y) <u>Y</u> es <u>N</u> o
T21.	Is local or state authorization required for this assignment or transfer of control? ( $N$ ) Yes No

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED** 

				BE ASSIGNED OR TRANSFERRED
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
KNLF565	CW	1/27/97	СВ	GWI PCS6, INC.
				·
		<del></del>		
				· ·
				·

## **ASSIGNMENT OF STOCK**

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

## **ASSIGNEE OR TRANSFEREE**

T34. Voice Telephone Number
,
T36. Fax Telephone Number
T39. State T40. Zip Code

#### **NEW LICENSEE INFORMATION**

NEW LICENSEE IN		
T41. Legal Name of Licensee GWI PCS6, Inc. as Debtor-in-Possession	T42. Voice Telephone Number (214) 265-2550	
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (214) 265-2570	
T45. Mailing Street Address or P.O. Box	<u> </u>	
8144 Walnut Hill Lane, Suite 600		
T46. City	T47. State T48. Zip Code	
Dallas	TX 75231	

## **ALIEN OWNERSHIP**

T49.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T50.	Is the assignee or transferee an alien or the representative of an alien?	(N).	<u>Y</u> es	<u>N</u> o
T51.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	( _N )	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

#### **BASIC QUALIFICATIONS**

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	<b>(</b> N)	<u>Y</u> es	<u>N</u> o
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	<b>(</b> N)	<u>Y</u> es	<u>N</u> o
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	<b>(N)</b>	<u>Y</u> es	<u>N</u> o
<b>T</b> 57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance?  • See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	<b>(</b> Y)	<u>Y</u> es	<u>N</u> o

#### ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T59. Typed Name of Person Signing

Roger D. Linquist

T60. Title

President & Chief Executive Officer

T61. Signature

T62. Date

November 13, 1997

#### ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

best of his or her knowledge and belief, and are made in good for	aith.
T63. The assignee or transferee is a (an) (C) Individual	Unincorporated Association Partnership Corporation
T64. Typed Name of Person Signing Roger D. Linquist	T65. Title President & Chief Executive Officer
Rozu D. Lingun	T67. Date November 13, 1997
WILLELL FALSE STATEMENTS MADE ON THIS FOL	DM ADE DUNIQUADIE DV FINE ANDIOD IMPRISONMENT

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 490 GWI PCS6, Inc. Exhibit 1 Page 1 of 1

#### EXHIBIT 1

GWI PCS6, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B397-Salinas-Monterey BTA, Station KNLF565. On October 20, 1997, GWI PCS6, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. See Case No. 97-39681-SAF-11, attached. As a result and by operation of law, GWI PCS6, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS6, Inc. requests that the Commission grant the application for the assignment of GWI PCS6, Inc.'s license from GWI PCS6, Inc. to GWI PCS6, Inc. Debtor-in-Possession.

Ownership information for GWI PCS6, Inc. is reflected in the attached FCC Form 430.

Approved by OMI 3060-0105

LICENSEE QUALIFICATION REPORT

See reverse for public burden estimate

#### INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee of permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

If this report is being submitted in connection with an	application for radio authority, attach it to that application.
C. Do not submit a fee with this report.	
Business Name and Address (Number, Street, State ar of Filer's Principal Office	2. (Area Code) Telephone Number (214) 265-2550
GWI PCS6, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231	3. If this report supersedes a previously filed report, specify its date
	N/A
4. Filer is (check one):  Individual Partnership	5. Under the laws of what State (or other jurisdiction) is the Filer organized?
Other (Specify):	Delaware
<ol> <li>6. List the common carrier and satellite radio servi permittee:</li> <li>Part 24: Personal Communications Services</li> </ol>	ices in which Filer has applied or is a current licensee or
7(a) Has the Filer or any party to this application he revoked or had any application for permit, Commission? If "YES", attach as Exhibit 1 a statem license or permit revoked and relating circumstance.	license or renewal denied by this YES XX NO ment giving call sign and file number of
(b) Has any court finally adjudged the Filer, or any the Filer, guilty of unlawfully monopolizing or atte communication, directly or indirectly, through apparatus, exclusive traffic arrangement, of competition? If "YES", attach as Exhibit II a statem.	empting unlawfully to monopolize radio control of manufacture or sale of radio or other means of unfair methods of
(c) Has the Filer, or any party to this application, controlling the Filer ever been convicted of a f "YES", attach as Exhibit III a statement relating the	lelony by any state or Federal court? If
(d) Is the Filer, or any person directly or indirectly or any matter referred to in Items 7(b) and 7(c)? relating the facts.	
8. Is the Filer, directly or indirectly, through stock own interested in the ownership or control of any occumulation? If "YES", submit as Exhibit V the no licensee's relation to the Filer.	other radio stations licensed by the VES WAG
f Filer is an individual (sole proprietorship) or parmership,	answer the following and Item 11:
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:	(b) Is Individual or each member of a partnership a citizen of YES NO the United States?
N/A	(c) Is individual or any member of a partnership a representative YES NO of an alien or of a foreign government?
	N/A

(b) List below, or attach as Exhibit VII the names and addresses of the officers and directors of the Filer.  See Exhibit VII  (c) Is the Filer directly or indirectly controlled by any other corporation?  If "YES", attach as Exhibit VIII a statement (including organizational diagrams where appropriate) which fully and completely identifies the nature and extent of control. Include the following: (1) the address and prinary business of the controlling corporation and any intermediate subsidiaries; (2) the names, addresses, and clitizenship of those stockholders holding 10 percent or more of the controlling corporation's voling slock (3) the approximate percentage of total voting slock held by each such stockholder, and (4) the names and addresses of the president and directors of the controlling corporation, and the controlling corporation or volted by aliens or their representatives, or by a foreign government or representatives) thereof, or by a corporation organized under the laws of a foreign country?  (d) Is the Filer directly or indirectly controlled: (1) by any other corporation of which any officer or more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation or exporation of which more than one-fourth of the directors are aliens, or (2) by any foreign corporation or corporation of exporations, or by a foreign government or representatives to the presentatives, or by a foreign government or representatives thereof.  (d) If any answer to questions (4), (e) or (f) is "YES", attach as Exhibit IX a statement identifying the aliens or foreign entities, their notionality, their relationship to the Filer, and the percentage of stock they own or vote.  1) CERTIFICATION  1) CONTROL And are made in a public above the application of the control of supprise to I again foreign government or any other public to the eligible of a central public of the Piler, better the appl	10(a) Attach as Exhibit VI the names, addresses, an voting 10 percent or more of the Filer's voting control, indicate the beneficiary(les) or class of t	stock and the percentages so held. In the		
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CTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).	nis report constitutes a material part of any application witte a material part thereof. The ownership information conteption of any transfer of control or assignment of radio facties statements made herein are true, complete and correction. The undersigned, individually and for the Filer, cortifies the adenial of Federal benefits, that includes FCC benefits, ection 862, because of a conviction for possession or distributivity.	nich cross-reforences it, and all statements made ained in this report does not constitute an applicilities. The undersigned, individually and for the cit to the best of the Filet's knowledge and belief to the best of the Filet's knowledge and belief at neither the applicant nor any other party to pursuant to Soction 5301 of the Anti Drug Abition of a controlled substance.	cation for, of Filar, herebot, and are rethe applications Act of the Cu.s. CC	or Commission  y certifies the  made in good  ation is subject  1988, 21 U.S.C.  DDE, TITLE 18
les from the second of the sec	ECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TIT	ILE 47, SECTION 503).		DE, IIILE 47
GWI PCS6, Inc.  Typed or Printed Name  Roger D. Linquist	•			
gnature Title Date			Date	
Noga D. Ningent President 11/17/97	Kozu D. Kingent			/97

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gothering and miditalining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the hurdon to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the Internet to decrive unless it displays a currently valid OMB control.

FCC Form 430 GWI PCS6, Inc. Exhibit VI Page 1 of 1

#### Exhibit VI

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS6, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

FCC Form 430 GWI PCS6, Inc. Exhibit VII Page 1 of 1

### Exhibit VII

#### The officers and directors of GWI PCS6, Inc. are as follows:

#### **Officers**

Roger D. Linquist

President

6929 Vassar Ave.

Dallas, TX 75205

Dennis Spickler

Vice President of Finance

926 Turnberry Lane

Southlake, TX 76092

John R. Lister Vice President/General Manager Northern California Region 1208 Monterey Circle Plano, TX 75075

#### **Directors**

Roger D. Linquist 6929 Vassar Ave.

Dallas, TX 75205

Albert S. Loverde 5316 Trowbridge Drive Dunwoody, GA 30338

John R. Lister

1208 Monterey Circle Plano, TX 75075

Dennis Spickler 926 Turnberry Lane Southlake, TX 76092

FCC Form 430 GWI PCS6, Inc. Exhibit VIII Page 1 of 1

#### Exhibit VIII

GWI PCS California/Florida, Inc. owns 100% of the voting stock of GWI PCS6, Inc. GWI PCS California/Florida, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

> Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock

C. Boyden Gray 1534 28th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

6929 Vassar Ave. Dallas, TX 75205

Roger D. Linquist (president and director) Robert G. Barrett 200 Portland Street Boston, MA 02114

Ralph M. Baruch 1775 Broadway New York, NY 10019

C. Boyden Gray 1534 28th St. N.W. Washington, DC 20007

Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109

Arthur Patterson One Palmer Square Princeton, NJ 08542

John Sculley 90 Park Avenue New York, NY 10016

## Form 1. VOLUNTARY PETITION

NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION IN RE (NAME OF DEBTOR) - IF INDIVIDUAL, ENTER LAST, FIRST, MIDDLE INAME OF JOIN	PETITION
	NT DEBTOR (Spouse) (Last, First, Middle)
GM PCS6. Inc.	
	AMES USED BY THE JOINT DEBTOR IN THE LAST 6 YEARS RIED, MAIDEN AND TRADE NAMES!
39	7-39681-HCA-11
SOC. SEC./TAX I D. NO. (IF MORE THAN ONE, STATE ALL) 75-2695078  SOC. SEC. TAX	X/I.D. NO. (IF MORE THAN ONE, STATE ALL)
STREET ADDRESS OF DEBTOR (No. AND STREET, CITY STATE, AND ZIP CODE) 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	ESS OF JOINT DEBTOR (NO AND STREET, CITY, STATE, AND ZIP CO.
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS DALLAS	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS
MAILING ADDRESS OF DEBTOR (IF DIFFERENT FROM STREET ADDRESS) MAILING ADDRESS	RESS OF JOINT DEBTOR (IF DIFFERENT FROM STREET ADDRESS)
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (IF DIFFERENT FROM ADDRESS LISTED ABOVE)	VENUE (CHECK ONE BOX)
BUSINESS, O PRECEDING TO	S BEEN DOMICILED OR HAS HAD A RESIDENCE, PRINCIPAL PLACE OR PRINCIPAL ASSETS IN THIS DISTRICT FOR 180 DAYS IMMEDIATE THE DATE OF THE PETITION OR FOR A LONGER PART OF SUCH 180 DA OTHER DISTRICT.
THERE IS A BUT OR PARTNER!	BANKRUPTCY CASE CONCERNING DEBTOR'S AFFILIATE, GENERAL PARTNI ISHIP PENDING IN THIS DISTRICT.
INFORMATION REGARDING DEBTOR (CHECK APP	
I FILED (CHECK O	SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS
□ Individual □ Corporation Publicly Held □ Chapter 7 □ Joint (Husband & Wife) □ Corporation Not Publicly Held □ Chapter 7 □ Partnership □ Other □ Chapter 9	E CHAPTER 11 D CHAPTER 13 D CHAPTER 12 D SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING
NATURE OF DEBT FILING FEE (CHE	ATTACHED
U NON-BUSINESS/CONSUMER BUSINESS-COMPLETE A & B BELOW U FILING FEE TO MUST ATTACH	O BE PAID IN INSTALLMENTS. (APPLICABLE TO INDIVIDUALS ONLY.) H SIGNED APPLICATION FOR THE COURT'S CONSIDERATION CERTIFYING
□ FARMING □ TRANSPORTATION □ COMMODITY BROKER   SEE OFFICIAL	STOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE
PROFESSIONAL	
B BRIFFLY DESCRIBE NATURE OF BUSINESS ANDREWS & KUR	
TELEPHONE NO.	REET, STE. 3700, DALLAS, TX 75201 214-659-4400
	TORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYPE
NAME) DEBORAH L. SCH	Nedera-Radf
	OT REPRESENTED BY AN ATTORNEY
	OT REPRESENTED BY AN ATTORNEY
STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604) (Estimates only) (Check applicable boxes)	
Debtor estimates that funds will be available for distribution to unsecured creditors.	
<ul> <li>Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</li> </ul>	
ESTIMATED NUMBER OF CREDITORS:	
1-15 16-49 50-99 100-199 200-999 1000-Over	<u>.</u>
ESTIMATED ASSETS (In thousands of dollars)	
Under 50 50-99 100-499 500-999 1000-9999 10,000-99,999 100,000 ov	Ner Control of the Co
ESTIMATED LIABILITIES (In thousands of dollars)	ت ت
Under 50 50-99 100-499 500-999 1000-9999 . 10,000-99,999 100,000 ov	wer -
EST. NO. OF EMPLOYEES - CH. 11 & 12 ONLY	
0 1-19 20-99 100-199 1000-over	and the second second
EST NO. OF EQUITY SECURITY HOLDERS - CH. 11 & 12 ONLY	
0 1-19 20-99 100-999 500-over	

_		
Case	No.	

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box.

( ) A copy of debtor's proposed plan dated _____ is attached.

**FILING OF PLAN** 

(x) Debtor intends to file a plan within the time allowed by statute, rule of order of the court. PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.) Location Where Filed Case Number Date Filed PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE PARTNER, OR AFFILIATE OF THE DEBTOR (If more than one, attach additional sheet.) Name of Debtor Case Number Date Relationship District Judge REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition. **SIGNATURES** ATTORNEY Signaltre CORPORATE OR PARTNERSHIP DEBTOR
I declare under penaity of perjury that the information
provided in this petition is true and correct and that the
filing of this petition on behalf of the debtor has been
authorized. INDIVIDUAL JOINT DEBTOR(S)
I declare under penalty of perjury that the information provided in this petition is true and correct. Signature of Debtor Signature of Authorized Individual Roger Linquist Print or Type Name of Authorized Individual Date President and CEO Title of Individual Authorized by Debtor to File this Petition Signature of Joint Debtor Date

EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)  ( ) Exhibit "A" is attached and made a part of this petition.
TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)
I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.  If I am represented by an attorney, Exhibit B has been completed.
Signature of Debtor Date
Signature of Joint Debtor Date
EXHIBIT "B" (To be completed by attorney for individual chapter 7 debtor(s) with primarily consumer debts.)  I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.
Signature of Attorney Date

•

## **EXHIBIT "A"**

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

#### [CAPTION]

## **EXHIBIT "A" TO VOLUNTARY PETITION**

- 1. Debtor's employer identification number is 75-2695078.
- 2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
- 3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 71,038,798.34
	Approximate number of holders	
Fixed, liquidated secured debt		\$
Contingent secured debt		\$
Disputed secured claims	1	\$ 15,474,768.34
Unliquidated secured debt	···	s
	Approximate number of holders	
Fixed, liquidated unsecured debt	15	\$ 1,647,541.00+
Contingent unsecured debt		s
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt		\$
Number of shares of preferred stock	N/A	
Number of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

- 5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

  GWI PCS California/Florida, Inc.
- 6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

## Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

## RESOLUTIONS OF THE BOARD OF DIRECTORS OF GWI PCS 6, INC.

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation's restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the "Corporation's officers"), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation's officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation's officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions."

Roger D. Linquist

Chairman of the Board

# FEDERAL COMMUNICATIONS COMMISSION Washington, D. C. 20554

June 30, 1998

OFFICE OF MANAGING DIRECTOR

Jennifer P. Brovey, Esquire
Skadden, Arps, Slate, Meagher
& Flom LLP
1440 New York Avenue, OCW.
Washington, D.C. 20005-2111 8 1998

Fee Control # 9711198310053004 File No. 00200CWL96

Dear Ms. Brovey:

This will respond to your request for waiver and refund of the filing fee submitted by GWI PCS7, Inc. (GWI 7) in connection with its application for involuntary pro forma assignment of its PCS C block authorization to GWI PCS7, Inc. Debtor-in-Possession.

The supporting materials submitted with your refund request demonstrate that on October 20, 1997, GWI 7 filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. You state that as a result of its filing with the Bankruptcy Court and by operation of law, GWI 7 is transacting business as a debtor-in-possession. Thus, GWI 7 filed its application for involuntary pro forma assignment of its C block authorization.

Section 1.1117 of the Commission's rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). Section 1.1117 further requires that an applicant seeking waiver of the filing fee requirement include the applicable fees with its waiver request, and also provides that the fee will be returned if the waiver is granted. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1989, 5 FCC Rcd 3558, 3572-73 (1990).

We find that GWI 7's filing of the petition for bankruptcy and status as a debtor-in-possession demonstrate good cause for waiver of the filing fees associated with its application for involuntary assignment. Cf. Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, 10 FCC Rcd 12759, 12762 (1995) (finding evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees).

Accordingly, your request is granted. A check, made payable to the maker of the original check and drawn in the amount of \$45.00, will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Chief, Fee Section, at (202) 418-1995.

Sincerely,

Thomas M. Holleran

Acting Associate Managing

**Director - Financial Operations** 

•

BY: FEE CONTROL NUMBER

Fee Control Payor Account Number Received Date
9711198310053004 SKADDEN ARPS SLATE MEAGHER & F FCC2087957 11/18/97

1440 NEW YORK AVENUE

WASHINGTON

DC

20005

Payment	Current Balance	Seq Num	Payment Type Code	Quantity	Callsign Other		Applicant Name	Applicant Zip	Bad Check	Detail Amount		rans f	Payment	
\$45.00	\$45.00	1	PATM	1	KNLF556	GWI PCS7 INC		75231			\$45.00	1	PMT	_
Total 1											\$45.00			

## 971/198310053004

## SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7053 DIRECT FAX (202) 371-7996

January 8, 1998

#### BOSTON CHICAGO HOUSTON LOS ANGELES NEWARK NEW YORK WILMINGTON BELJING BRUSSELS FRANKFURT HONG KONG LONDON MOSCOW PARIS SINGAPORE SYDNEY TOKYO

TORONTO

FIRM/AFFILIATE OFFICES

### Via Hand Delivery

Andrew S. Fishel, Managing Director Office of Managing Director Federal Communications Commission 1919 M Street, N.W. Room 852 Washington, D.C. 20554

Re:

GWI PCS7, Inc.

File No. 00200CWL96 Request for Refund RECEIVED

JAN - 8 1998

Federal Communications Commission
Office of Secretary

Dear Mr. Fishel:

GWI PCS7, Inc., by counsel, hereby requests a refund in the amount of \$45 for the fee it submitted on November 18, 1997 in connection with its application for the involuntary *pro forma* assignment of its PCS C block authorization from GWI PCS7, Inc. to GWI PCS7, Inc. Debtor-in-Possession. It has been brought to GWI PCS7, Inc.'s attention that a fee is not required under Part 24 of the FCC's rules for such application. Accordingly, GWI PCS7, Inc. respectfully requests a refund. We have enclosed a copy of the above-referenced application, including a copy of the FCC Form 159 filed therewith. Please make the refund payable to General Wireless, Inc.

Sincerely,

Jennifer P. Brovey

Counsel for GWI PCS7, Inc.

**Enclosures** 

FILE COP

## SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

The second of the second

1440 NEW YORK AVENUE, N.W. WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000 FAX: (202) 393-5760

DIRECT DIAL (202) 371-7288 DIRECT FAX (202) 371-7096

November 18, 1997

FIRM/AFFILIATE OFFICES

BOSTON
CHICAGO
HOUSTON
LOS ANGELES
NEWARK
NEW YORK
SAN FRANCISCO
WILMINGTON

BEIJING BRUSSELS FRANKFURT HONG KONG LONDON MOSCOW PARIS SINGAPORE SYDNEY TOKYO

#### Via Hand Delivery

Mr. William F. Caton Acting Secretary Federal Communications Commission 1919 M Street, N.W., Room 222 Washington, D.C. 20554

Re:

GWI PCS7, Inc., KNLF556 Market B022; Athens, GA BTA

Application for Pro Forma

Assignment of Authorization

Part 24 - Broadband PCS File No. 00200CWL96

Dear Mr. Caton:

GWI PCS7, Inc., by counsel, hereby file an original hard copy and three (3) microfiche copies of an FCC Form 490, Application for Assignment of Authorization, under Part 24 of the FCC's rules. GWI PCS7, Inc. submits this application for the involuntary, pro forma assignment of its PCS C block license from GWI PCS7, Inc. to GWI PCS7, Inc. Debtor-in-Possession. If you have any questions, please contact the undersigned at (202) 371-7288.

Sincerely,

ay L. Birnbaum

Counsel for GWI PCS7, Inc.

**Enclosures** 

READ INSTRUCTIONS CAREFULL	₹								APPROVED	BY OMB	3060-0589		
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13) STREET ADDRESS LINE NO. 2 Suite 600													
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## FCC 490

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMS 3060-0319 Expres 10/31/97 Est Avg. Burden Hours Per Response: 3 hts. FCC Use Only (File Number)

# Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

#### **FILING FEE**

(a) Fee Type Code (b) Fee Multiple		(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
PATM	1	\$45.00	<b>\$</b> 45.00	

#### **ASSIGNOR OR TRANSFEROR**

T1. Name of Assignor or Transferor GWI PCS7, INC.	i i	elephone Number ) 265-2550
T3. Assumed Name Used for Doing Business (if any)	· · · · · · · · · · · · · · · · · · ·	ephone Number ) 265-2570
T5. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600		
T6. City	T7. State	T8. Zip Code
Dallas	TX	75231
T9. Name of Contact Representative (if other than Assignor or Transferor) Roger D. Linquist	1	Telephone Number
T11. Firm or Company Name General Wireless, Inc.		lephone Number 265-2570
T13. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600		
T14. City Dallas	T15. State	T16. Zip Code 75231

### **TYPE OF TRANSACTION**

T17. This application requests (A) Assignment of authorization Consent to Transfer of Control of Licensee	
T18. How will assignment or transfer of control be accomplished? (O ) See Exhibit I Sale or other transfer or assignment of stock Other	_ :
T19. This assignment of authorization or transfer of control of licensee is $(I)$ <u>V</u> oluntary <u>I</u> nvoluntary	
T20. Will this be a <u>pro_forma</u> assignment or transfer of control? (Y ) <u>Y</u> es <u>N</u> o	
T21. Is local or state authorization required for this assignment or transfer of control? $\sqrt{N}$ Yes No	

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
KNLF556	CW	1/27/97	СВ	GWI PCS7, INC.
				·
		,	,	

### **ASSIGNMENT OF STOCK**

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

## **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee Same as items T41 - T48	T34. Voice Telephone Number			
T35. Assumed Name Used for Doing Business (if any)	T36. Fax Telephone Number			
T37. Mailing Street Address or P.O. Box				
T38. City	T39. State T40. Zip Code			

## **NEW LICENSEE INFORMATION**

T41. Legal Name of Licensee  GWI PCS7, Inc. as Debtor-in-Possession  T42. Voice Telephone I (214) 265-25				
T43. Assumed Name Used for Doing Business (if any)	T44. Fax Telephone Number (214 ) 265-2570			
T45. Mailing Street Address or P.O. Box 8144 Walnut Hill Lane, Suite 600				
T46. City Dallas	T47. State	T48. Zip Code 75231		

### **ALIEN OWNERSHIP**

T49.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T50.	Is the assignee or transferee an alien or the representative of an alien?	(N).	<u>Y</u> es	<u>N</u> o
T51.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N )	<u>Y</u> es	<u>N</u> o

#### **BASIC QUALIFICATIONS**

T54.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N)	<u>Y</u> es	Йo
T55.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T56.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o
T57.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o
T58.	Do the undersigned each certify (by responding "Y" to this question) that neither the assignor or transferor nor the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance?  - See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	(Y)	<u>Y</u> es	<u>N</u> o

#### ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

Too. Title

Roger D. Linquist

Too. Title

President & Chief Executive Officer

Too. Date

November 13, 1997

#### ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

		r transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation				
T63.	The assignee or transferee is a (an) $(C)$	Individual	<u>U</u> nincorporate	ed Association	Partnership	<u>C</u> orporation
T64.	Typed Name of Person Signing Roger D. Linquist			T65. Title President	& Chief Exe	ecutive Officer
	Signature Rozu I tingunt				T67. Date Nov	ember 13, 1997

WILLFÜL FALSE STATÉMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 490 GWI PCS7, Inc. Exhibit 1 Page 1 of 1

#### **EXHIBIT 1**

GWI PCS7, Inc., pursuant to 47 C.F.R. § 24.839, submits this application for the involuntary, pro forma assignment of its PCS C block license for Market B022-Athens BTA, Station KNLF556. On October 20, 1997, GWI PCS7, Inc. filed a voluntary petition for bankruptcy under Chapter 11 of the Federal Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Texas. See Case No. 97-39682-SAF-11, attached. As a result and by operation of law, GWI PCS7, Inc. is transacting business as a debtor-in-possession. Thus, GWI PCS7, Inc. requests that the Commission grant the application for the assignment of GWI PCS7, Inc.'s license from GWI PCS7, Inc. to GWI PCS7, Inc. Debtor-in-Possession.

Ownership information for GWI PCS7, Inc. is reflected in the attached FCC Form 430.

## Federal Communications Commission Washington, DC 20554

Approved by OME 3060-0106

LICENSEE QUALIFICATION REPORT

See reverse for public burden estimate

#### INSTRUCTIONS:

- A. The "Filer" of this report is defined to include: (1) An applicant, where this report is submitted in connection with applications for common carrier and satellite radio authority as required for such applications; or (2) A licensee or permittee, where this report is required by the Commission's Rules to be submitted on an annual basis.
- B. Submit an original and one copy (sign original only) to the Federal Communications Commission, Washington, DC 20554. If more than one radio service is listed in Item 6, submit an additional copy for each such additional service. If this report is being submitted in connection with an application for radio authority, attach it to that application.

2054. It more than one radio service is listed in Item If this report is being submitted in connection with an				
C. Do not submit a fee with this report.				
1. Business Name and Address (Number, Street, State a	nd ZIP Code)	2. (Area Code) Telepi	none Numbe	or .
of Filer's Principal Office		(214) 265-2550		
GWI PCS7, Inc. 8144 Walnut Hill Lane, Suite 600 Dallas, Texas 75231		3. If this report supers filed report, specify		ously
, , , , , , , , , , , , , , , , , , , ,		N/A		
4. Filer is (check one):  Individual Partnership	XX Corporation	5. Under the laws of w jurisdiction) is the Fi		
Other (Specify):		Delaware		
List the common carrier and satellite radio serv permittee:  Part 24: Personal Communications Services	ices in which file	r has applied or is a c	urrent licens	or
7(a) Has the Filer or any party to this application by revoked or had any application for permit, Commission? If "YES", attach as Exhibit 1 a stater license or permit revoked and relating circumstants	license or renement giving call sig	wal denied by this	YES	XX NO
(b) Has any court finally adjudged the Filer, or any the Filer, guilty of unlawfully monopolizing or atte communication, directly or indirectly, through apparatus, exclusive traffic arrangement, competition? If "YES", attach as Exhibit II a statem	empting unlawfully control of manufo or other means o	r to monopolize radio acture or sale of radio of unfair methods of	YES	XX NO
(c) Has the Filer, or any party to this application, controlling the Filer ever been convicted of a "YES", attach as Exhibit III a statement relating the	lelony by any stat		YES	XX NO
(d) is the Filer, or any person directly or indirectly c any matter referred to in Items 7(b) and 7(c)? relating the facts.			YES	XX NO
8. Is the Filer, directly or indirectly, through stock own interested in the ownership or control of any of Commission? If "YES", submit as Exhibit V the nelicensee's relation to the Filer.	other radio static	ons licensed by the	YES	XX NO
f Filer is an individual (sole proprietorship) or partnership,	answer the follow	ing and Item 11:		
9(a) Full Legal Name and Residential Address (Number, Street, State and ZIP Code) of Individual or Partners:	• •	or each member ship a citizen of hates?	YES	□no
N/A	a partnerst of an alien	or any member of alp a representative or of a foreign	YES	□ио
	governme	N/A	ı	

Filer is a corporation, answer the following and Item 11:			
O(a) Attach as Exhibit VI the names, addresses, and citi voting 10 percent or more of the Filer's voting stock control, indicate the beneficiary(les) or class of benef	; and the percentages so held. In the	case of fic	ductory
See Exhibit V1			
(b) List below, or attach as Fxhibit VII the names and add	resses of the officers and directors of	the Filer.	
See Exhibit VII			
(c) is the filer directly or indirectly controlled by any other	or corporation?	* YES	NO
If "YES", attach as Exhibit VIII a statement (including appropriate) which fully and completely identification include the following: (1) the address and primary be und any intermediate subsidiaries; (2) the names, stockholders holding 10 percent or more of the contine approximate percentage of total voting stock held the names and addresses of the president and directed	s the nature and extent of control usiness of the controlling corporation addressos, and eltizenship of those rolling corporation's voting stock: (3) id by each such stockholder; and (4)	Sec	Exhibit V
(d) Is any officer or director of the Filer an allen?		YES	× NO
(e) Is more than one-lifth of the capital stock of the File or their representatives, or by a foreign governmen corporation organized under the laws of a foreign co	t or representative(s) thereof, or by a	YES	×NO
(f) Is the Filer directly or Indirectly controlled: (1) by an officer or more than one-fourth of the directors corporation or corporation of which more than one-fourted by aliens or their representatives, or by a forethereof.	are allens, or (2) by any foreign ourth of the capital stook is owned or		× NO
(g) If any answer to questions (d), (e) or (f) is "YES", a foreign entities, their nationality, their relationship to vote.	ttach as Exhibit IX a statement identit the Filer, and the percentage of stock	lying the a k they own	liens or
11. CERTIFIC	ATION	<del></del> ·	
his report constitutes a material part of any application which office a material part thereof. The ownership information contained approval of, any transfer of control or assignment of radio facilities the statements made herein are true, complete and correct to with. The undersigned, individually and for the Filer, certifies that no a denial of Federal benefits, that includes FCC benufits, purspection 862, because of a conviction for possession or distribution of MILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNIS SECTION 1001), AND/OR REVOCATION OF ANY STATION SECTION 312(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 4)	d in this report does not constitute an apple. The undersigned, individually and for the the best of the Filer's knowledge and believither the applicant not any other party to want to Section 5301 of the Anti Drug Alf a controlled substance.  SHABLE BY FINE AND/OR IMPRISONME ILLICENSE OR CONSTRUCTION PERMI	ication for, of Filer, herebet, and are of the applications Act of MT (U.S. CC	or Commission y certifies that made in good ation is subject 1988, 21 U.S.C.
iler (must correspond with that shown in Item 1)	Typed or Printed Name		<del></del> <del>_</del>
GWI PCS7, Inc.	Roger D. Linquist		
ignoture	Title	Date	
Kozu D. Kingiant	President	11/17	/97
NOTICE TO INDIVIDUALS REQUIRED BY THE PRIVACY ACT OF 15 to solicitation of personal information requested in this form is to administration carrier or safellite radio sorvice pursuant to the Communicaless all information requested is provided. Your response is require	o determine if you are qualified to bacome eations Act of 1934, as amended. No auth	ne or remain orizallon ca	n be grantod

Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching axisting data sources, gothering und maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate, or any other aspect of this collection of information, including suggestions for reducing the hurden to Federal Communications Commission, Records Management Branch, Washington, DC 20554, Paperwork Reduction Project (3060-0105), or via the internet to deconway@fcc.gov. DO NOT SEND COMPLETED FORMS TO THIS ADDRESS. Individuals are not required to respond to a collection of information unless it displays a currently valid OMB control

FCC Form 430 GWI PCS7, Inc. Exhibit VI Page 1 of 1

## Exhibit VI

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS7, Inc. GWI PCS Georgia, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

FCC Form 430 GWI PCS7, Inc. Exhibit VII Page 1 of 1

#### Exhibit VII

The officers and directors of GWI PCS7, Inc. are as follows:

#### **Officers**

Roger D. Linquist

President

6929 Vassar Ave.

Dallas, TX 75205

Dennis Spickler

Vice President of Finance

926 Turnberry Lane Southlake, TX 76092

Albert S. Loverde Vice President/General Manager Georgia/Florida Region 5316 Trowbridge Drive Dunwoody, GA 30338

#### **Directors**

Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205

Albert S. Loverde 5316 Trowbridge Drive Dunwoody, GA 30338

John R. Lister 1208 Monterey Circle Plano, TX 75075

Dennis Spickler 926 Turnberry Lane Southlake, TX 76092

FCC Form 430 GWI PCS7, Inc. Exhibit VIII Page 1 of 1

#### Exhibit VIII

GWI PCS Georgia, Inc. owns 100% of the voting stock of GWI PCS7, Inc. GWI PCS Georgia, Inc. is a wholly owned subsidiary of GWI PCS, Inc., which in turn is wholly owned by General Wireless, Inc. The business address is identical for each of these companies: 8144 Walnut Hill Lane, Suite 600, Dallas, Texas 75231.

Those stockholders owning of record and/or voting 10% or more of General Wireless, Inc.'s voting stock, as calculated on a fully diluted basis, are as follows:

> Roger D. Linquist 6929 Vassar Ave. Dallas, TX 75205 U.S. Citizen 35.94% voting stock 14.99% nonvoting stock

C. Boyden Gray 1534 28th St., N.W. Washington, DC 20007 U.S. Citizen 16.70% voting stock 2.80% nonvoting stock

The president and directors of General Wireless, Inc. are as follows:

Roger D. Linquist (president and director) Robert G. Barrett 6929 Vassar Ave. Dallas, TX 75205

200 Portland Street Boston, MA 02114

Ralph M. Baruch 1775 Broadway New York, NY 10019 C. Boyden Gray 1534 28th St. N.W. Washington, DC 20007

Joseph T. McCullen, Jr. One Liberty Square Boston, MA 02109

Arthur Patterson One Palmer Square Princeton, NJ 08542

John Sculley 90 Park Avenue New York, NY 10016

## Form 1. VOLUNTARY PETITION

NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION			VOLUNTARY PETITION	
IN RE (NAME OF DEBTOR) - IF INDIVIDUAL.		NAME OF JOINT DEBTOR (SPOUSE) (LAST, FIRST, MIDDLE)		
GWI PCS7, INC.		ALL CONSTRUCTION		
ALL OTHER NAMES USED BY THE DEBTO (INCLUDE MARRIED, MAIDEN, AND TRADE N		ALL OTHER NAMES USED BY THE JOI (INCLUDE MARRIED, MAIDEN AND TRADE	HAMES)	
		<b>397-</b> 396	82-HCA-11	
SOC. SEC./TAX I.D. NO. (IF MORE THAN 75-2695080	ONE, STATE ALL)	SOC. SEC. TAX/I.D. NO. (IF MORE TH		
STREET ADDRESS OF DEBTOR (NO. AND 8144 WALNUT HILL LANE, STE. 600 DALLAS, TEXAS 75231	STREET, CITY STATE, AND ZIP CODE)	STREET ADDRESS OF JOINT DEBTOR	R (NO. AND STREET, CITY, STATE, AND ZIP C	
	COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS		COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS	
MAILING ADDRESS OF DEBTOR (IF DIFFE	<del></del>	MAILING ADDRESS OF JOINT DEBTO	R (IF DIFFERENT FROM STREET ADDRESS)	
LOCATION OF PRINCIPAL ASSETS OF BU		VENUE	(CHECK ONE BOX)	
		BUSINESS, OR PRINCIPAL ASSETS	HAS HAD A RESIDENCE, PRINCIPAL PLAC IN THIS DISTRICT FOR 180 DAYS IMMEDIA ON OR FOR A LONGER PART OF SUCH 180	
		THERE IS A BANKRUPTCY CASE CONCERNING DESTOR'S AFFILIATE, GENERAL PARTI OR PARTNERSHIP PENDING IN THIS DISTRICT.		
	INFORMATION REGARDING DI	EBTOR (CHECK APPLICABLE BOXES)		
TYPE OF DEBTOR		CHAPTER OR SECTION OF BANKRUPT	TCY CODE UNDER WHICH THE PETITION IS	
□ Individual □ Corpo □ Joint (Husband & Wife) □ Corpo □ Parthership □ Other	PRATION PUBLICLY HELD PRATION NOT PUBLICLY HELD PALITY	□ CHAPTER 7 ■ CHAPTER 1 1 □ CHAPTER 1 3 □ CHAPTER 9 □ CHAPTER 1 2 □ SEC. 304 - CASE ANCILLARY TO FOREIGN PROCESSING		
NATURE OF DEBT		FILING FEE (CHECK ONE BOX)		
O NON-BUSINESS/CONSUMER  A. TYPE OF BUSINESS (CHECK ONE)	BUSINESS-COMPLETE A & B BELOW	D FILING FEE TO BE PAID IN INSTALLME MUST ATTACH SIGNED APPLICATION F	INTS. (APPLICABLE TO INDIVIDUALS ONLY.) FOR THE COURT'S CONSIDERATION CERTIFYING FEET IN INSTALL MEDITS. RULE	
☐ FARMING ☐ TRANSPORTATIO		THAT THE DEBTOR IS UNABLE TO PAY FEE EXCEPT IN INSTALLMENTS. RULE I OOG(B).  SEE OFFICIAL FORM NO. 3.  NAME AND ADDRESS OF LAW FIRM OR ATTORNEY ANDREWS & KURTH L.L.P. 1717 MAIN STREET, STE. 3700, DALLAS, TX 75201 TELEPHONE NO. 214-659-4400  NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR (PRINT OR TYP NAME)		
☐ PROFESSIONAL ☐ MANUFACTURING ☐ RETAIL/WHOLESALE ☐ MINING ☐ STOCKBROKER	O REAL ESTATE			
B. BRIEFLY DESCRIBE NATURE OF BUS				
WIRELESS COMMUNICATIONS				
		DEBORAH L. SCHRIER-RAPE		
<u></u>		DEBTOR IS NOT REPRESENTED BY AN	ATTORNEY	
STATISTICAL/A	DMINISTRATIVE INFORMATION (U. stimates only) (Check applicable boxes)	S.C. § 604)		
Debtor estimates that funds will be available				
<ul> <li>Debtor estimates that, after any exempt p there will be no funds available for distribution.</li> </ul>	roperty is excluded and administrative expetition to unsecured creditors.	nses paid,		
ESTIMATED NUMBER OF CREDITORS:				
1-15 16-49 50-99 100-199	200 ₂ 999 1000 ₂ 0ver			
ESTIMATED ASSETS (In thousands of dolla	rs)			
Under 50 50-99 100-499	500-999 1000-9999 10,000-99.	999 100,000 over		
ESTIMATED LIABILITIES (In thousands of d				
Under 50 50-99 100-499	500-999 1000-9999 10,000-99	999 100,000 over	Č.	
EST. NO. OF EMPLOYEES - CH. 11 & 12 O			• .	
0 1-19 20-99	100-199 1000-over		<u>:</u> :	
EST NO. OF EQUITY SECURITY HOLDER			Ci	
0 1-19 20-99	100-999 500-over		• •	

ame	of	Debtor	GWI	PSC7	inc.
	•		~ , , ,		

 No			

For Chapter 9, 11, 12 and 13 cases only. Check appropriate box.

FILING OF PLAN

( ) A copy of debtor's proposed plan dated is attached.

(x) Debtor intends to file a plan within the time allowed by statute, rule of order of the court.

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.    Code   Code	and a state of the court					
PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE PARTNER OR AFFILIATE OF THE DEBTOR (if more than one, attach additional sheet Name of Debtor  Relationship  District  Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.  SIGNATURES  ATTORNEY  Signature  INDIVIDUAL JOINT DEBTOR(s) I declare under penalty of penjury that the information provided in this petition is true and correct.  Signature of Debtor  Signature of Uebtor  Signature of Joint Debtor  Title of Individual Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  10/20/41  Tale	PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS (If more than one, attach additional sheet.)					
Relationship  District  Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.  SIGNATURES  ATTORNEY  I declare under penalty of perjury that the information provided in this petition is true and correct.  Signature or Debtor  Date  CORPORATE OR PARTNERSHIP DEBTOR provided in this petition on behalf of the disblor has been authorized.  Signature of Joint Debtor  Title or Individual Authorized by Debtor to File this Petition (10 petition of File this Petition of File this Petition of Color of Title or Individual Authorized by Debtor to File this Petition (10 petition of File this Petition of Debtor of Color of Title or Individual Authorized by Debtor to File this Petition (10 petition of Debtor of Color of Title or Individual Authorized by Debtor to File this Petition (10 petition of Debtor of Color of Colo	Location Where Filed			Date Filed		
Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.  SIGNATURES  ATTORNEY  I declare under penalty of periury that the information provided in this petition is true and correct.  Signature of Debtor  Date  Date  District  Judge  CORPORATE OR PARTNERSHIP DEBTOR  I declare under penalty of periury that the information provided in this petition is true and correct.  Signature of Debtor  Signature of Debtor  Date  Signature of Joint Debtor  Signature of Joint Debtor  Title of Individual Authorized by Debtor to File this Petition  Judge  ATTORNEY  I declare under penalty of periury that the information provided in this petition is true and correct.  Signature of Debtor  Signature of Joint Debtor  Title of Individual Authorized by Debtor to File this Petition  Judge  ATTORNEY  I declare under penalty of periury that the information provided in this petition is true and correct.  Signature of Authorized marvidual  Roger Linquist  Print of Type Name of Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  Judge  Date	PENDING BANKRUPTCY CASE FILED BY ANY	SPOUSE PARTNER OF	R AFFILIATE OF THE DEB	TOR (If more than one, attach additional shee		
REQUEST FOR RELIEF Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this petition.  SIGNATURES  ATTORNEY  Individual Joint Debtor  Individual Authorized Individual  President and CEO  Signature of Joint Debtor  REQUEST FOR RELIEF  Debtor RELIEF  ATTORNEY  Logical Particles of title 11, United States Code specified in this petition.  SIGNATURES  ATTORNEY  Logical Particles of Partnership Debtor  I declare under penalty of penury that the information provided in this petition is true and correct and that the filling of this petition is true and correct and that the filling of this petition on behalf of the diebtor has been authorized  Signature of Debtor  Signature of Joint Debtor  Signature of Joint Debtor	Name of Debtor	Case Number		Date		
SIGNATURES  ATTORNEY  I declare under penalty of perjury that the information provided in this petition is true and correct.  Signature of Debtor  Signature of Joint Debtor  ATTORNEY  I declare under penalty of perjury that the information provided in this petition is true and correct and that the infiguration is true and correct and that the information provided in this petition on behalf of the deptor has been authorized midvidual.  Roger Linquist  Print of Type Name of Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  Date  Title of Individual Authorized by Debtor to File this Petition	Relationship	District		Judge		
INDIVIDUAL JOINT DEBTOR(S) I declare under penalty of perjury that the information provided in this petition is true and correct.  I declare under penalty of perjury that the information provided in this petition is true and correct.  I declare under penalty of perjury that the information provided in this petition is true and correct and that the filling of this petition on behalf of the debtor has been authorized  Signature of Debtor  Date  Print or Type Name of Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  10/20/91  Date						
I declare under penalty of perjury that the information provided in this petition is true and correct.  I declare under penalty of perjury that the information provided in this petition is true and correct and that the filing of this petition on behalf of the debtor has been authorized.  Signature of Debtor  Signature of Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  O 20 /97  Date	ATTORNEY (plap / 9)					
Roger Linquist  Print or Type Name of Authorized Individual  President and CEO  Title of Individual Authorized by Debtor to File this Petition  OQQ0/97  Date	INDIVIDUAL JOINT DEBTOR(S) I declare under penalty of perjury that the information provided in this petition is true and correct.		I declare under penalty of penjury that the information provided in this petition is true and correct and that the filing of this petition on behalf of the debtor has been authorized			
Signature of Joint Debtor  Uater			Signature of Authorized Individual  Roger Linquist  Print or Type Name of Authorized Individual			
Date	•		10/20/91			
	Date					

	EXHIBIT "A" (To be completed if debtor is a corporation, requesting relief under Chapter 11.)  ( ) Exhibit "A" is attached and made a part of this petition.
	TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (See P.L. 98-353 § 322)
	I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under such chapter, and choose to proceed under chapter 7 of such title.  If I am represented by an attorney, Exhibit B has been completed.
-	Signature of Debtor Date
	Signature of Joint Debtor Date
	EXHIBIT "B" (To be completed by attorney for Individual chapter 7 debtor(s) with primarily consumer debts.)  I, the attorney for the debtor(s) named in the foregoing petition, declare that I have informed the debtor(s) that (he, she or they) may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under such chapter.
	Signature of Attorney Date

## EXHIBIT "A"

[If debtor is a corporation filing under chapter 11 of the Code, this Exhibit "A" shall be completed and attached to the petition.]

#### [CAPTION]

## **EXHIBIT "A" TO VOLUNTARY PETITION**

- Debtor's employer identification number is 75-2695080.
- 2. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is N/A.
- 3. The following financial data is the latest available information and refers to debtor's condition on September 30, 1997.

a. Total assets		\$ Unknown
b. Total liabilities		\$ 60,105,468.81
	Approximate number of holders	
Fixed, liquidated secured debt		\$
Contingent secured debt		\$
Disputed secured claims	1	\$ 5,593,238.81
Unliquidated secured debt		\$
	Approximate number of holders	•
Fixed, liquidated unsecured debt	15	\$ 595,741.00 <del>+</del>
Contingent unsecured debt		\$
Disputed unsecured claims	7	\$ 53,916,489.00
Unliquidated unsecured debt		\$
umber of shares of preferred stock	N/A	
umber of shares of common stock	100	

Comments, if any:

4. Brief description of debtor's business: Wireless Communications

Exhibit "A" Cont'd.

5. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 20% or more of the voting securities of debtor:

GWI PCS Georgia, Inc.

6. List the names of all corporations 20% or more of the outstanding voting securities of which are directly or indirectly owned, controlled, or held, with power to vote, by debtor:

None

## Affiliated Companies

GWI PCS 1, Inc.

GWI PCS 2, Inc.

GWI PCS 3, Inc

GWI PCS 4, Inc.

GWI PCS 5, Inc.

GWI PCS 6, Inc.

GWI PCS 7, Inc.

GWI PCS 8, Inc.

GWI PCS 9, Inc.

GWI PCS 10, Inc

GWI PCS 11, Inc.

GWI PCS 12, Inc.

GWI PCS 13, Inc.

GWI PCS 14, Inc.

# RESOLUTIONS OF THE BOARD OF DIRECTORS OF GWI PCS 7, INC.

The Board of Directors of the Corporation at a meeting duly called and held on the 17th day of October, 1997, made the following resolutions which were adopted after full discussion by the Board of Directors on the matters to which the resolution applies:

"RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of this Corporation, its creditors, stockholders and other interested parties, that a restructuring be pursued and that in the event the President deems it appropriate to further the Corporation's restructuring, it is authorized that a petition be filed by this Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

FURTHER RESOLVED, that the President, any Vice President and the Treasurer of the Corporation (the "Corporation's officers"), are hereby severally authorized and directed, on behalf of and in the name of the Corporation, to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

FURTHER RESOLVED, that the Corporation's officers be, and each hereby is, authorized and empowered in the name and on behalf of the Corporation to retain and employ all assistance by legal counsel and other experts, including, but not limited to, Andrews & Kurth, L.L.P. as the Corporation's officers deem necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the President, and any other officer of the Corporation be, and they are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, petitions or instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions."

Roger D. Linquist

Chairman of the Board